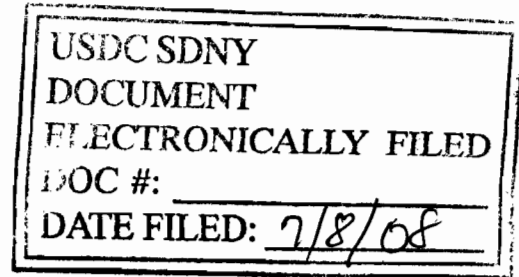


United States District Court
Southern District of New York



-----X
Alpha Capital Anstalt, Bristol Investment
Fund, Ltd., and Ellis International, Ltd.,

Plaintiffs,

Order

vs.

08 CV 5686 (AKH)

Ness Energy International, Inc., Alan D.
Stricklin and Alpha Quest, LLC,

Defendants.

-----X
This Court having signed an Order on June 24, 2008 requiring Defendants Ness Energy International, Inc. ("Ness"), Alan D. Stricklin ("Stricklin") and Alpha Quest, LLC ("Quest") to show cause on July 8, 2008 at 11:00 a.m. why an order should not be entered pursuant to Rule 65 of the Federal Rules of Civil Procedure and 28 U.S.C. §2201, preliminarily and pending final disposition of this case, requiring Ness to cancel at least 40.5 million or more of the 260 million shares of Ness common stock issued by Ness to Stricklin and Quest on January 7, 2008 and to require Ness to re-issue and reserve those shares for Plaintiffs in accordance with the agreement between Plaintiffs and Ness; and

Plaintiffs having submitted due evidence of the service of the June 24, 2008 Order in accordance with the terms thereof as amended by endorsements dated June 26, 2008 and July 2, 2008; and

Defendants having defaulted in appearing pursuant to the terms of the June 24, 2008 Order; it is, therefore

Ordered that Defendants Ness, Stricklin and Quest, and all those in active concert with them, are hereby ordered not to transfer, encumber or otherwise dispose of any of the 260 million shares of Ness stock issued to Stricklin and Quest by Ness on or about January 7, 2008; and it is further

Ordered that Defendant Ness, and all those in active concert with it, are prohibited from issuing any further shares of Ness stock or other securities, pending further order of the Court; and its is further

Ordered that Defendants Ness, Stricklin and Quest, by Alan D. Stricklin, appear for deposition on July 24, 2008 at 10:00 a.m. or at another time within one week thereafter mutually convenient to all parties at the Offices of Kenneth A. Zitter, 260 Madison Avenue, 18th Floor, New York, NY 10016 and produce one day prior to such deposition the documents requested on the Schedule of Documents to be Produced annexed as Exhibit H to the Ackermann Affirmation served along with the June 24, 2008 Order.

Dated: New York, New York
July 8, 2008



U.S.D.J.